

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
: Chapter 11
RESIDENTIAL CAPITAL, LLC, *et al.* :
: Case No. 12-12020 (MG)
Debtors. : (Jointly Administered)
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STIPULATION AND ORDER PURSUANT TO 11 U.S.C. § 362(d)
MODIFYING THE AUTOMATIC STAY IMPOSED BY 11 U.S.C. § 362(a)

Upon the motion, dated August 21, 2012 (Docket No. 1261) (the “**Motion**”), of People of the State of California, by and through its Department of Transportation (“**Movant**”), for an order, pursuant to section 362(d) of title 11 of the United States Code (the “**Bankruptcy Code**”) granting relief from the automatic stay to complete the acquisition through eminent domain of real property located at of 11835 Dollison Drive, Norwalk California 90650 (the “**Property**”); and due and proper notice of the Motion having been made on all necessary parties; and the above-captioned debtors and debtors in possession (the “**Debtors**”) following a review of their records having determined that to the best of their knowledge they do not have any interest in the Property and, therefore, consent to relief from the automatic stay to the extent necessary to permit the Movant to complete its acquisition through eminent domain of the Property upon the terms and conditions contained in this Order, upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted as set forth herein.
2. To the extent applicable, the automatic stay imposed in this case by section 362(a) of the Bankruptcy Code is modified under section 362(d) of the Bankruptcy Code

for the limited purpose of permitting Movant to commence and continue its eminent domain condemnation proceeding with respect to the Property and take such other action as may be necessary to acquire the Property through eminent domain in accordance with applicable California law.

3. Movant shall provide due notice to the Debtors in connection with any action to be taken with respect to the Property, including, but not limited to, proceeding with a sale of the Property, in accordance with and to the extent required by applicable state law.

4. This Order may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Court.

5. This Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

6. Pursuant to Bankruptcy Rule 4001(a)(3), the 14-day stay of this Order imposed by such Bankruptcy Rule is waived. Movant is authorized to implement the provisions of this Order immediately upon its entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

<p>GMAC MORTGAGE, LLC AND EXECUTIVE TRUSTEE SERVICES, INC.</p> <p>By: <u>/s/ Norman S. Rosenbaum</u> Gary S. Lee Norman S. Rosenbaum MORRISON & FOERSTER LLP 1290 Avenue of the Americas New York, New York 10104 Telephone: (212) 468-8000 Facsimile: (212) 468-7900</p> <p><i>Counsel for Debtors and Debtors in Possession</i></p>	<p>PEOPLE OF THE STATE OF CALIFORNIA BY AND THROUGH ITS DEPARTMENT OF TRANSPORTATION</p> <p>By: <u>/s/ Alexander Prieto</u> Alexander Prieto BEALS, COHEN HARREL, QUAN, MONToya, BRAHAM, DADAiAN 100 South Main Street 13th Floor Los Angeles, California 90012 Telephone: (213) 687-6000</p> <p><i>Counsel for People of the State of California, by and through its Department of Transportation</i></p>
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Dated: October 4, 2012
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge